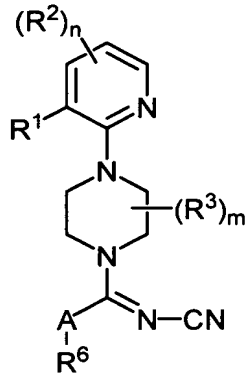
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of formula:



(I)

or a pharmaceutically acceptable salt thereof, wherein

A is $-NR^4-$, -O-, or -S-;

R^1 is -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$; or

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-$

C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is -(C_1-C_6)alkyl, or -O-(C_1-C_6)alkyl;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, -(C_3-C_8)cycloalkyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 3; and

m is an integer ranging from 0 to 2.

2. (original) The compound of claim 1, wherein A is $-NR^4-$.

3. (original) The compound of claim 2, wherein:

n is 0;

m is 0; and

R^6 is phenyl.

4. (original) The compound of claim 3, wherein the R^6 phenyl is unsubstituted.

5. (original) The compound of claim 3, wherein the R^6 phenyl is substituted at the 4-position.

6. (original) The compound of claim 5, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

7. (original) The compound of claim 6, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

8. (original) The compound of claim 6, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

9. (original) The compound of claim 5, wherein the R^6 phenyl is substituted with a -CF_3 group.

10. (original) The compound of claim 3, wherein R^1 is chloro or methyl.

11. (original) The compound of claim 10, wherein the R^6 phenyl is unsubstituted.

12. (original) The compound of claim 10, wherein the R^6 phenyl is substituted at the 4-position.

13. (original) The compound of claim 12, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

14. (original) The compound of claim 13, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

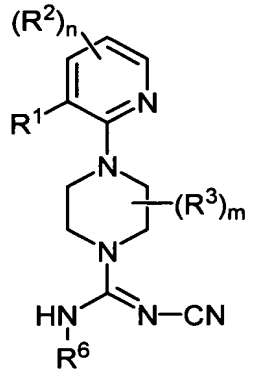
15. (original) The compound of claim 13, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

16. (original) The compound of claim 12, wherein the R^6 phenyl is substituted with a -CF_3 group.

17. (original) The compound of claim 1, wherein A is -O-.

18. (original) The compound of claim 1, wherein A is -S-.

19. (currently amended) A compound of formula:



(Ia)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

R^1 is -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$; or

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^5 is independently -CN, -OH, -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, ~~-$(C_2$-$C_6)$alkenyl,~~ -halo, -N_3, -NO_2, -$N(R^8)_2$, -CH=NR^8, -NR^8OH, -OR^8, -COR^8, -C(O)OR^8, -OC(O)R^8, -OC(O)OR^8, -SR^8, -S(O)R^8, or -$S(O)_2R^8$;

R^6 is:

(a)[[,]] -naphthyl, -(C_{14})aryl, or -$(C_3$-$C_8)$cycloalkyl each of which is unsubstituted or substituted with one or more R^7 groups; or

(b) pyridyl, furyl, benzofuranyl, thiophenyl, benzothiophenyl, quinolinyl, indolyl, oxazolyl, benzoxazolyl, imidazolyl, benzimidazolyl, thiazolyl, benzothiazolyl, isoxazolyl, pyrazolyl, isothiazolyl, pyridazinyl, pyrimidinyl, pyrazinyl, thiadiazolyl, triazinyl, cinnolinyl, phthalazinyl, or quinazolinyl, each of which is substituted with one or more R^7 groups;

each R^7 is independently -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, -$(C_2$-$C_6)$alkynyl, -$(C_3$-$C_8)$cycloalkyl, -$(C_5$-$C_8)$cycloalkenyl, -phenyl, -$(C_3$-$C_5)$heterocycle, -$C(halo)_3$, -$CH(halo)_2$, -CH_2(halo), -CN, -OH, -halo, -N_3, -NO_2, -$N(R^8)_2$, -CH=NR^8, -NR^8OH, -OR^8, -COR^8, -C(O)OR^8, -OC(O)R^8, -OC(O)OR^8, -SR^8, -S(O)R^8, or -$S(O)_2R^8$;

each R^8 is independently -H, -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, -$(C_2$-$C_6)$alkynyl, -$(C_3$-$C_8)$cycloalkyl, -$(C_5$-$C_8)$cycloalkenyl, -phenyl, -$(C_3$-$C_5)$heterocycle, -$C(halo)_3$, -CH_2(halo), or -$CH(halo)_2$;

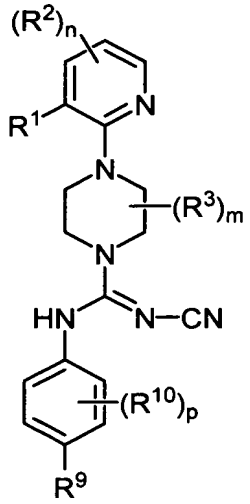
each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 3; and

m is an integer ranging from 0 to 2.

20. (original) The compound of claim 19, wherein R^6 is pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, or thiadiazolyl.

21. (currently amended) A compound of formula:



(Ib)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

R^1 is -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$; or

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^7, R^9, and R^{10} is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

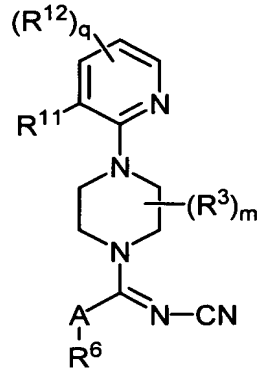
each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 3;

m is an integer ranging from 0 to 2; and

p is an integer ranging from 0 to 4.

22. (currently amended) A compound of formula:



(Ic)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4$-, -O-, or -S-;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$; or

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-

C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is -(C_1-C_6)alkyl, or -O-(C_1-C_6)alkyl;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, -(C_3-C_8)cycloalkyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

R^{11} is -hydrogen, -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^{12} is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

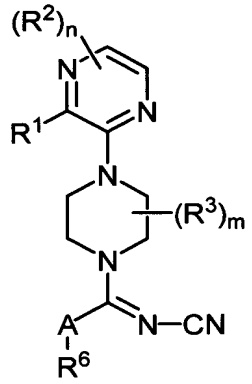
(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

m is an integer ranging from 0 to 2; and

q is an integer ranging from 0 to 3.

23. (currently amended) A compound of formula:



(II)

~~and~~ or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4-$, -O-, or -S-;

R^1 is -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is hydrogen, -(C_1-C_6)alkyl, or -O-(C_1-C_6)alkyl;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, -(C_3-C_8)cycloalkyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, $-CH(halo)_2$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

24. (original) The compound of claim 23, wherein A is -NH-.

25. (original) The compound of claim 24, wherein:

n is 0;

m is 0; and

R^6 is phenyl.

26. (original) The compound of claim 25, wherein the R^6 phenyl is unsubstituted.

27. (original) The compound of claim 25, wherein the R^6 phenyl is substituted at the 4-position.

28. (original) The compound of claim 27, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

29. (original) The compound of claim 28, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

30. (original) The compound of claim 28, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

31. (original) The compound of claim 27, wherein the R^6 phenyl is substituted with a -CF_3 group.

32. (original) The compound of claim 25, wherein R^1 is chloro or methyl.

33. (original) The compound of claim 32, wherein the R^6 phenyl is unsubstituted.

34. (original) The compound of claim 32, wherein the R^6 phenyl is substituted at the 4-position.

35. (original) The compound of claim 34, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

36. (original) The compound of claim 35, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

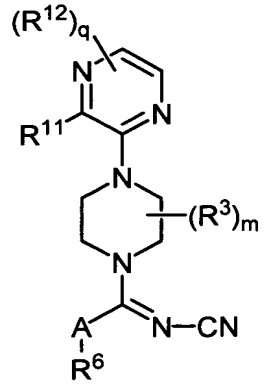
37. (original) The compound of claim 35, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

38. (original) The compound of claim 34, wherein the R^6 phenyl is substituted with a -CF_3 group.

39. (original) The compound of claim 23, wherein A is -O-.

40. (original) The compound of claim 23, wherein A is -S-.

41. (currently amended) A compound of formula:



(IIa)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4-$, -O-, or -S-;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is hydrogen, $-(C_1-C_6)$alkyl, or $-O-(C_1-C_6)$alkyl;

each R^5 is independently -CN, -OH, $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, ~~$-(C_2-C_6)$alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, $-(C_3-C_8)$cycloalkyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, $-(C_2-C_6)$alkynyl, $-(C_3-C_8)$cycloalkyl, $-(C_5-C_8)$cycloalkenyl, -phenyl, $-(C_3-C_5)$heterocycle, $-C(halo)_3$, $-CH_2(halo)$, $-CH(halo)_2$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, -$(C_2$-$C_6)$alkynyl, -$(C_3$-$C_8)$cycloalkyl, -$(C_5$-$C_8)$cycloalkenyl, -phenyl, -$(C_3$-$C_5)$heterocycle, -$C(halo)_3$, -$CH_2(halo)$, or -$CH(halo)_2$;

R^{11} is -hydrogen, -halo, -CH_3, -NO_2, -CN, -OH, -OCH_3, -NH_2, -$C(halo)_3$, -$CH(halo)_2$, or -$CH_2(halo)$;

each R^{12} is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2;

(b) -$(C_1$-$C_{10})$alkyl, -$(C_2$-$C_{10})$alkenyl, -$(C_2$-$C_{10})$alkynyl, -$(C_3$-$C_{10})$cycloalkyl, -$(C_8$-$C_{14})$bicycloalkyl, -$(C_8$-$C_{14})$tricycloalkyl, -$(C_5$-$C_{10})$cycloalkenyl, -$(C_8$-$C_{14})$bicycloalkenyl, -$(C_8$-$C_{14})$tricycloalkenyl, -$(C_3$-$C_7)$heterocycle, or -$(C_7$-$C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

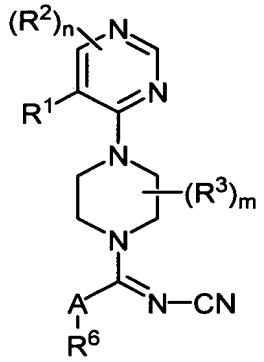
(c) -phenyl, -naphthyl, -(C_{14})aryl, or -$(C_5$-$C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups; ~~and~~

each halo is independently -F, -Cl, -Br or -I;

q is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

42. (currently amended) A compound of formula:



(III)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is -NR^4-, -O-, or -S-;

R^1 is -halo, -CH_3, -NO_2, -CN, -OH, -OCH_3, -NH_2, -$C(halo)_3$, -$CH(halo)_2$, or -$CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is $-(C_1-C_6)$alkyl, or $-O-(C_1-C_6)$alkyl;

each R^5 is independently -CN, -OH, $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, ~~$-(C_2-C_6)$alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, $-(C_3-C_8)$cycloalkyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, $-(C_2-C_6)$alkynyl, $-(C_3-C_8)$cycloalkyl, $-(C_5-C_8)$cycloalkenyl, -phenyl, $-(C_3-C_5)$heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, $-(C_2-C_6)$alkynyl, $-(C_3-C_8)$cycloalkyl, $-(C_5-C_8)$cycloalkenyl, -phenyl, $-(C_3-C_5)$heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

43. (original) The compound of claim 42, wherein A is $-NR^4-$.

44. (original) The compound of claim 43, wherein:
n is 0;
m is 0; and
R^6 is phenyl.

45. (original) The compound of claim 44, wherein the R^6 phenyl is unsubstituted.

46. (original) The compound of claim 44, wherein the R^6 phenyl is substituted at the 4-position.

47. (original) The compound of claim 46, wherein the R^6 phenyl is substituted with a $-(C_1-C_6)$alkyl.

48. (original) The compound of claim 47, wherein the $-(C_1-C_6)$alkyl is a *tert*-butyl group.

49. (original) The compound of claim 47, wherein the $-(C_1-C_6)$alkyl is an *iso*-propyl group.

50. (original) The compound of claim 46, wherein the R^6 phenyl is substituted with a $-CF_3$ group.

51. (original) The compound of claim 44, wherein R^1 is chloro or methyl.

52. (original) The compound of claim 51, wherein the R^6 phenyl is unsubstituted.

53. (original) The compound of claim 51, wherein the R^6 phenyl is substituted at the 4-position.

54. (original) The compound of claim 53, wherein the R^6 phenyl is substituted with a $-(C_1-C_6)$alkyl.

55. (original) The compound of claim 54, wherein the $-(C_1-C_6)$alkyl is a *tert*-butyl group.

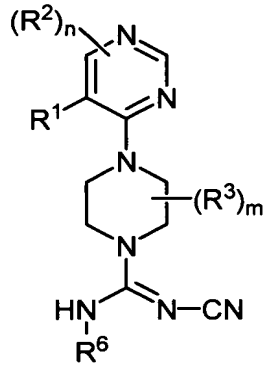
56. (original) The compound of claim 54, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

57. (original) The compound of claim 53, wherein the R^6 phenyl is substituted with a -CF_3 group.

58. (original) The compound of claim 42, wherein A is -O-.

59. (original) The compound of claim 42, wherein A is -S-.

60. (currently amended) A compound of formula:



(IIIa)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

R^1 is -halo, -CH_3, -NO_2, -CN, -OH, -OCH_3, -NH_2, -C(halo)$_3$, -CH(halo)$_2$, or -CH_2(halo);

each R^2 is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2; or

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is:

(a)[[,]] -naphthyl, -(C_{14})aryl, or -(C_3-C_8)cycloalkyl each of which is unsubstituted or substituted with one or more R^7 groups; or

(b) pyridyl, furyl, benzofuranyl, thiophenyl, benzothiophenyl, quinolinyl, indolyl, oxazolyl, benzoxazolyl, imidazolyl, benzimidazolyl, thiazolyl, benzothiazolyl, isoxazolyl, pyrazolyl, isothiazolyl, pyridazinyl, pyrimidinyl, pyrazinyl, thiadiazolyl, triazinyl, cinnolinyl, phthalazinyl, or quinazolinyl, each of which is substituted with one or more R^7 groups;

each R^7 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

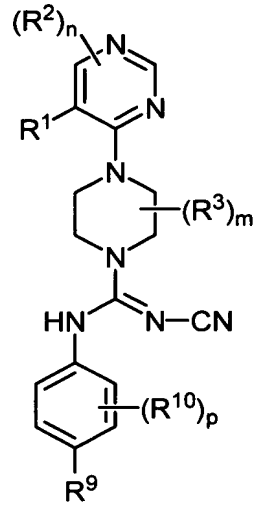
each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

61. (original) The compound of claim 60, wherein R^6 is pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, or thiadiazolyl.

62. (currently amended) A compound of formula:



(IIIb)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

R^1 is -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$; or

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^7, R^9, and R^{10} is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

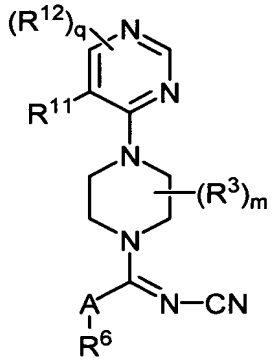
each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2;

m is an integer ranging from 0 to 2; and

p is an integer ranging from 0 to 4.

63. (currently amended) A compound of formula:



(IIIc)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4$-, -O-, or -S-;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-

C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is -(C_1-C_6)alkyl, or -O-(C_1-C_6)alkyl;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, -(C_3-C_8)cycloalkyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, -CH_2(halo), -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, -C(halo)$_3$, -CH_2(halo), or -CH(halo)$_2$;

R^{11} is -hydrogen, -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, -C(halo)$_3$, -CH(halo)$_2$, or -CH_2(halo);

each R^{12} is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

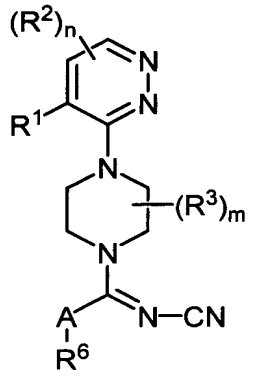
(c) -phenyl, -naphthyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each halo is independently -F, -Cl, -Br or -I;

q is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

64. (currently amended) A compound of formula:



(IV)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4-$, -O-, or -S-;

R^1 is -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is hydrogen, -$(C_1$-$C_6)$alkyl, or -O-$(C_1$-$C_6)$alkyl;

each R^5 is independently -CN, -OH, -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, ~~-$(C_2$-$C_6)$alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, -$(C_3$-$C_8)$cycloalkyl, -(C_{14})aryl, or -$(C_5$-$C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, -$(C_2$-$C_6)$alkynyl, -$(C_3$-$C_8)$cycloalkyl, -$(C_5$-$C_8)$cycloalkenyl, -phenyl, -$(C_3$-$C_5)$heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH{=}NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -$(C_1$-$C_6)$alkyl, -$(C_2$-$C_6)$alkenyl, -$(C_2$-$C_6)$alkynyl, -$(C_3$-$C_8)$cycloalkyl, -$(C_5$-$C_8)$cycloalkenyl, -phenyl, -$(C_3$-$C_5)$heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

65. (original) The compound of claim 64, wherein A is -NH-.

66. (original) The compound of claim 65, wherein:

n is 0;

m is 0; and

R^6 is phenyl.

67. (original) The compound of claim 66, wherein the R^6 phenyl is unsubstituted.

68. (original) The compound of claim 66, wherein the R^6 phenyl is substituted at the 4-position.

69. (original) The compound of claim 68, wherein the R^6 phenyl is substituted with a -$(C_1$-$C_6)$alkyl.

70. (original) The compound of claim 69, wherein the -$(C_1$-$C_6)$alkyl is a *tert*-butyl group.

71. (original) The compound of claim 69, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

72. (original) The compound of claim 68, wherein the R^6 phenyl is substituted with a -CF_3 group.

73. (original) The compound of claim 66, wherein R^1 is chloro or methyl.

74. (original) The compound of claim 73, wherein the R^6 phenyl is unsubstituted.

75. (original) The compound of claim 73, wherein the R^6 phenyl is substituted at the 4-position.

76. (original) The compound of claim 75, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

77. (original) The compound of claim 76, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

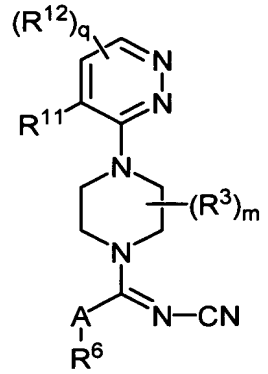
78. (original) The compound of claim 76, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

79. (original) The compound of claim 75, wherein the R^6 phenyl is substituted with a -CF_3 group.

80. (original) The compound of claim 64, wherein A is -O-.

81. (original) The compound of claim 64, wherein A is -S-.

82. (currently amended) A compound of formula:



(IVa)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4-$, -O-, or -S-;

each R^3 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, $-(C_3-C_7)$heterocycle, or $-(C_7-C_{10})$bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$aryl or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is hydrogen, $-(C_1-C_6)$alkyl, or $-O-(C_1-C_6)$alkyl;

each R^5 is independently -CN, -OH, $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, ~~$-(C_2-C_6)$alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, $-(C_3-C_8)$cycloalkyl, $-(C_{14})$aryl, or $-(C_5-C_{10})$heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently $-(C_1-C_6)$alkyl, $-(C_2-C_6)$alkenyl, $-(C_2-C_6)$alkynyl, $-(C_3-C_8)$cycloalkyl, $-(C_5-C_8)$cycloalkenyl, -phenyl, $-(C_3-C_5)$heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, -C(halo)$_3$, -CH_2(halo), or -CH(halo)$_2$;

R^{11} is -hydrogen, -halo, -CH_3, -NO_2, -CN, -OH, -OCH_3, -NH_2, -C(halo)$_3$, -CH(halo)$_2$, or -CH_2(halo);

each R^{12} is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

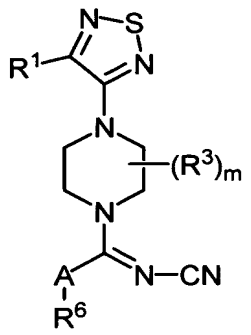
(c) -phenyl, -naphthyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each halo is independently -F, -Cl, -Br or -I;

q is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

83. (currently amended) A compound of formula:



(V)

~~and~~ or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is -NR^4-, -O-, or -S-;

R^1 is -hydrogen, -halo, -CH_3, -NO_2, -CN, -OH, -OCH_3, -NH_2, -C(halo)$_3$, -CH(halo)$_2$, or -CH_2(halo);

each R^3 is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(C_3-C_7)heterocycle, or -(C_7-C_{10})bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is hydrogen, -(C_1-C_6)alkyl, or -O-(C_1-C_6)alkyl;

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, -(C_3-C_8)cycloalkyl, -(C_{14})aryl, or -(C_5-C_{10})heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, $-CH(halo)_2$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(C_3-C_5)heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

each halo is independently -F, -Cl, -Br or -I; and

m is an integer ranging from 0 to 2.

~~The compound of claim 64, wherein A is -NH-.~~

84. (currently amended) The compound of claim ~~83~~ 237, wherein:

m is 0; and

R^6 is phenyl.

85. (original) The compound of claim 84, wherein the R^6 phenyl is unsubstituted.

86. (original) The compound of claim 84, wherein the R^6 phenyl is substituted at the 4-position.

87. (original) The compound of claim 86, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

88. (original) The compound of claim 87, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

89. (original) The compound of claim 87, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

90. (original) The compound of claim 84, wherein the R^6 phenyl is substituted with a -CF_3 group.

91. (original) The compound of claim 84, wherein R^1 is chloro or methyl.

92. (original) The compound of claim 91, wherein the R^6 phenyl is unsubstituted.

93. (original) The compound of claim 91, wherein the R^6 phenyl is substituted at the 4-position.

94. (original) The compound of claim 93, wherein the R^6 phenyl is substituted with a -(C_1-C_6)alkyl.

95. (original) The compound of claim 94, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

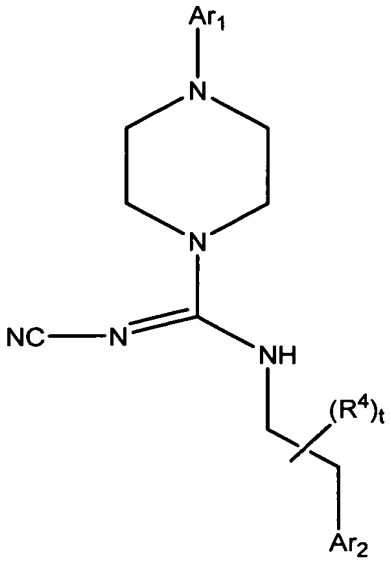
96. (original) The compound of claim 94, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

97. (original) The compound of claim 93, wherein the R^6 phenyl is substituted with a -CF_3 group.

98. (original) The compound of claim 83, wherein A is -O-.

99. (original) The compound of claim 83, wherein A is -S-.

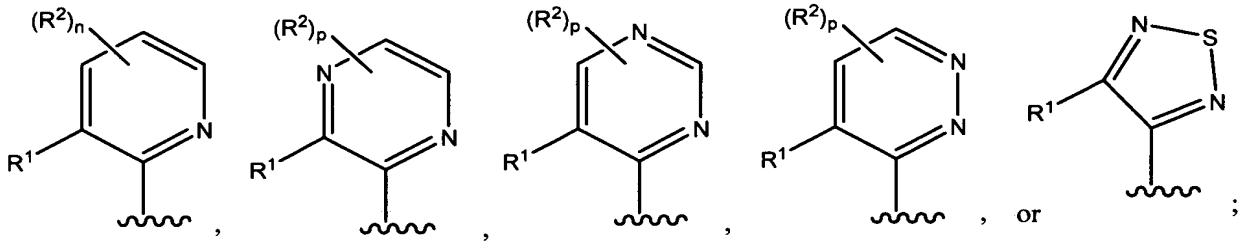
100. (currently amended) A compound of formula:



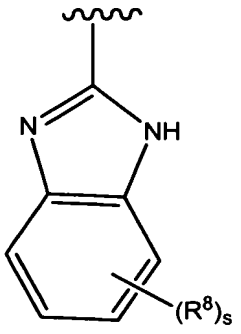
(VI)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

Ar_1 is



Ar_2 is



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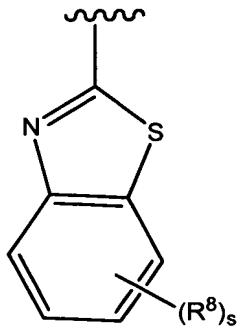

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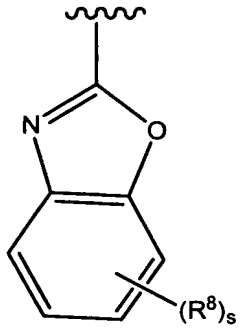

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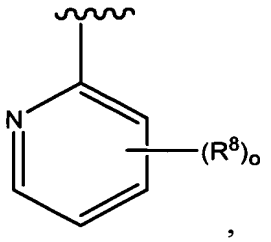

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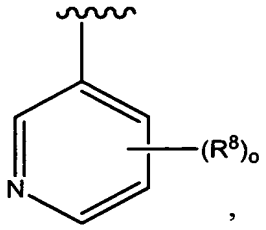

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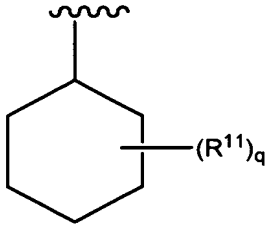

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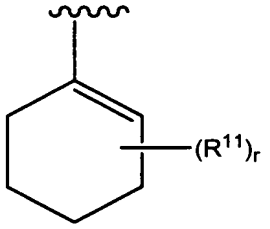

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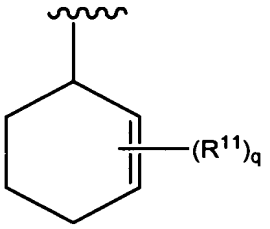

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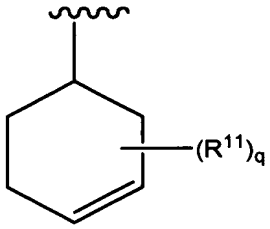

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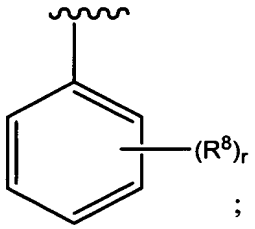
or


;

R^1 is -H, -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(5- to 10-membered)heteroaryl, each of which is ~~unsubstitute~~ unsubstituted or substituted with one or more R_6 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(5- to 10-membered) heteroaryl, each of which is unsubstituted or substituted with one or more R^6 groups;

each R^4 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, or CH_2(halo);

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, -N_3, -NO_2, -N(R^8)$_2$, -CH=NR^8, -NR^8OH, -OR^8, -COR^8, -C(O)OR^8, -OC(O)R^8, -OC(O)OR^8, -SR^8, -S(O)R^8, or -S(O)$_2$$R^8$;

each R^6 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, -CH_2(halo), -CN, -OH, -halo, -N_3, -NO_2, -CH=NR_7, -NR_7OH, -OR_7, -COR_7, -C(O)OR_7, -OC(O)R_7, -OC(O)OR_7, -SR_7, -S(O)R_7, or -S(O)$_2$$R_7$;

each R^7 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, or CH_2(halo);

each R^8 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -C(halo)$_3$, -CH(halo)$_2$, -CH_2(halo), -CN, -OH, -halo, -N_3, -NO_2, -CH=NR_7, -NR_7OH, -OR_7, -COR_7, -C(O)OR_7, -OC(O)R_7, -OC(O)OR_7, -SR_7, -S(O)R_7, or -S(O)$_2$$R_7$;

each R^{11} is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -halo, -N_3, -NO_2, -N(R_7)$_2$, -CH=NR_7, -NR_7OH, -OR_7, -COR_7, -C(O)OR_7, -OC(O)R_7, -OC(O)OR_7, -SR_7, -S(O)R_7, or -S(O)$_2$$R_7$;

each halo is independently -F, -Cl, -Br, or -I;

m is 0 or 1;

n is an integer ranging from 0 to 3;

o is an integer ranging from 0 to 4;

p is an integer ranging from 0 to 2;

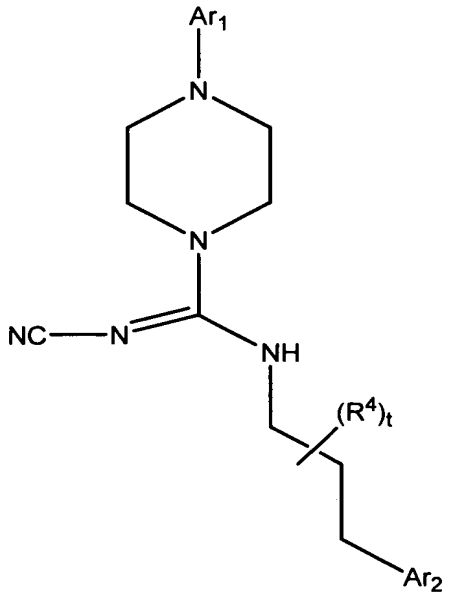
q is an integer ranging from 0 to 6;

r is an integer ranging from 0 to 5;

s is an integer ranging from 0 to 4; and

t is an integer ranging from 0 to 2.

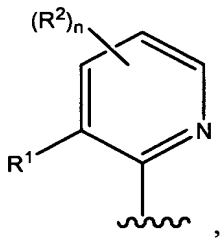
101. (currently amended) A compound of formula:



(VII)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

Ar_1 is



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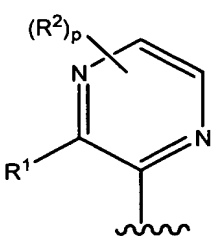

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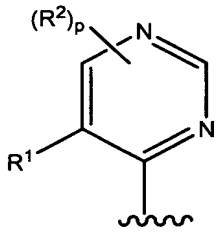

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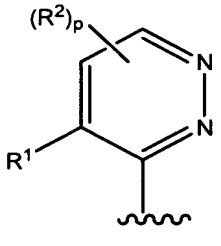
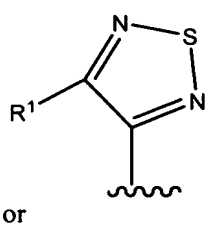
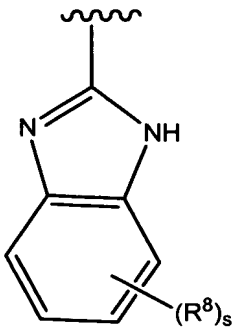


, or


;

Ar_2 is



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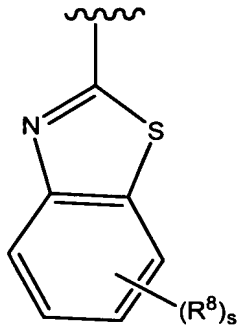

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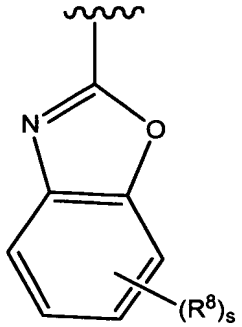

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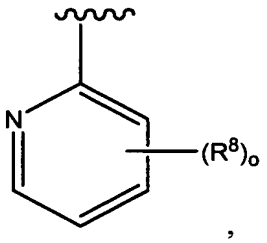

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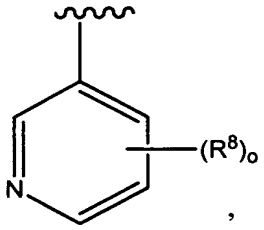

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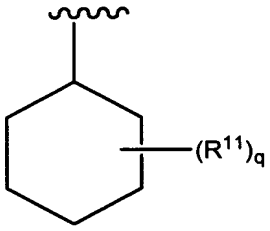

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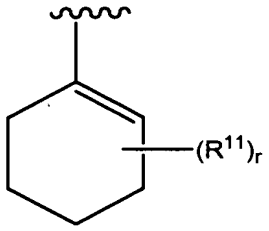

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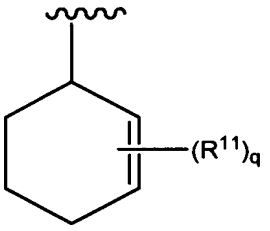

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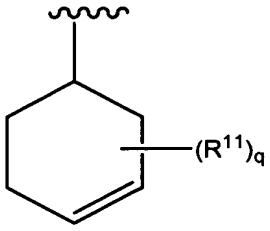

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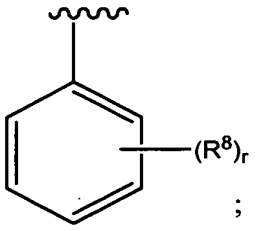
or


;

R^1 is -H, -halo, $-CH_3$, $-NO_2$, -CN, -OH, $-OCH_3$, $-NH_2$, $C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, -CN, -OH, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$alkyl, $-(C_2-C_{10})$alkenyl, $-(C_2-C_{10})$alkynyl, $-(C_3-C_{10})$cycloalkyl, $-(C_8-C_{14})$bicycloalkyl, $-(C_8-C_{14})$tricycloalkyl, $-(C_5-C_{10})$cycloalkenyl, $-(C_8-C_{14})$bicycloalkenyl, $-(C_8-C_{14})$tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(5- to 10-membered)heteroaryl, each of which is ~~unsubstitute~~ unsubstituted or substituted with one or more R_6 groups;

each R^3 is independently:

(a) -halo, -CN, -OH, -NO_2, or -NH_2;

(b) -(C_1-C_{10})alkyl, -(C_2-C_{10})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, -(C_8-C_{14})bicycloalkyl, -(C_8-C_{14})tricycloalkyl, -(C_5-C_{10})cycloalkenyl, -(C_8-C_{14})bicycloalkenyl, -(C_8-C_{14})tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C_{14})aryl or -(5- to 10-membered) heteroaryl, each of which is unsubstituted or substituted with one or more R^6 groups;

each R^4 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, or CH_2(halo);

each R^5 is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, ~~-(C_2-C_6)alkenyl,~~ -halo, -N_3, -NO_2, -N(R^8)$_2$, -CH=NR^8, -NR^8OH, -OR^8, -COR^8, -C(O)OR^8, -OC(O)R^8, -OC(O)OR^8, -SR^8, -S(O)R^8, or -S(O)$_2$$R^8$;

each R^6 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, -CH_2(halo), -CN, -OH, -halo, -N_3, -NO_2, -CH=NR_7, -NR_7OH, -OR_7, -COR_7, -C(O)OR_7, -OC(O)R_7, -OC(O)OR_7, -SR_7, -S(O)R_7, or -S(O)$_2$$R_7$;

each R^7 is independently -H, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)$_3$, -CH(halo)$_2$, or CH_2(halo);

each R^8 is independently -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -(C_2-C_6)alkynyl, -(C_3-C_8)cycloalkyl, -(C_5-C_8)cycloalkenyl, -phenyl, -C(halo)$_3$, -CH(halo)$_2$, -CH_2(halo), -CN, -OH, -halo, -N_3, -NO_2, -CH=NR_7, -NR_7OH, -OR_7, -COR_7, -C(O)OR_7, -OC(O)R_7, -OC(O)OR_7, -SR_7, -S(O)R_7, or -S(O)$_2$$R_7$;

each R^{11} is independently -CN, -OH, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, -halo, -N_3, -NO_2, -N(R_7)$_2$, -CH=NR_7, -NR_7OH, -OR_7, -COR_7, -C(O)OR_7, -OC(O)R_7, -OC(O)OR_7, -SR_7, -S(O)R_7, or -S(O)$_2$$R_7$;

each halo is independently -F, -Cl, -Br, or -I;
m is 0 or 1;
n is an integer ranging from 0 to 3;
o is an integer ranging from 0 to 4;
p is an integer ranging from 0 to 2;
q is an integer ranging from 0 to 6;
r is an integer ranging from 0 to 5;
s is an integer ranging from 0 to 4; and
t is an integer ranging from 0 to 2.

102. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

103. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 19 and a pharmaceutically acceptable carrier or excipient.

104. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 21 and a pharmaceutically acceptable carrier or excipient.

105. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 22 and a pharmaceutically acceptable carrier or excipient.

106. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 23 and a pharmaceutically acceptable carrier or excipient.

107. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 41 and a pharmaceutically acceptable carrier or excipient.

108. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 42 and a pharmaceutically acceptable carrier or excipient.

109. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 60 and a pharmaceutically acceptable carrier or excipient.

110. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 62 and a pharmaceutically acceptable carrier or excipient.

111. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 63 and a pharmaceutically acceptable carrier or excipient.

112. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 64 and a pharmaceutically acceptable carrier or excipient.

113. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 82 and a pharmaceutically acceptable carrier or excipient.

114. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 83 and a pharmaceutically acceptable carrier or excipient.

115. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 100 and a pharmaceutically acceptable carrier or excipient.

116. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 101 and a pharmaceutically acceptable carrier or excipient.

117. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 1.

118. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 19.

119. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 21.

120. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 22.

121. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 23.

122. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 41.

123. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 42.

124. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 60.

125. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 62.

126. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 63.

127. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 64.

128. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 82.

129. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 83.

130. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 100.

131. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 101.

132.-191. (canceled)

192. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 1.

193. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 19.

194. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 21.

195. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 22.

196. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 23.

197. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 41.

198. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 42.

199. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 60.

200. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 62.

201. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 63.

202. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 64.

203. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 82.

204. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 83.

205. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 100.

206. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 101.

207. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 1.

208. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 19.

209. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 21.

210. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 22.

211. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 23.

212. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 41.

213. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 42.

214. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 60.

215. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 62.

216. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 63.

217. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 64.

218. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 82.

219. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 83.

220. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 100.

221. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 101.

222. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

223. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 19 and a pharmaceutically acceptable carrier or excipient.

224. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 21 and a pharmaceutically acceptable carrier or excipient.

225. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 22 and a pharmaceutically acceptable carrier or excipient.

226. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 23 and a pharmaceutically acceptable carrier or excipient.

227. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 41 and a pharmaceutically acceptable carrier or excipient.

228. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 42 and a pharmaceutically acceptable carrier or excipient.

229. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 60 and a pharmaceutically acceptable carrier or excipient.

230. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 62 and a pharmaceutically acceptable carrier or excipient.

231. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 63 and a pharmaceutically acceptable carrier or excipient.

232. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 64 and a pharmaceutically acceptable carrier or excipient.

233. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 82 and a pharmaceutically acceptable carrier or excipient.

234. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 83 and a pharmaceutically acceptable carrier or excipient.

235. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 100 and a pharmaceutically acceptable carrier or excipient.

236. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 101 and a pharmaceutically acceptable carrier or excipient.

237. (new) The compound of claim 83, wherein A is -NH-.

238. (new) The compound of claim 21, wherein:
n is 0; and
m is 0.

239. (new) The compound of claim 238, wherein p is 0.

240. (new) The compound of claim 239, wherein R^9 is a -(C_1-C_6)alkyl.

241. (new) The compound of claim 240, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

242. (new) The compound of claim 240, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

243. (new) The compound of claim 239, wherein R^9 is a -C(halo)$_3$ group.

244. (new) The compound of claim 243, wherein the -C(halo)$_3$ group is a CF_3 group.

245. (new) The compound of claim 239, wherein R^9 is an -OC(halo)$_3$ group.

246. (new) The compound of claim 245, wherein the -OC(halo)$_3$ group is an OCF_3 group.

247. (new) The compound of claim 239, wherein R^1 is chloro or methyl.

248. (new) The compound of claim 247, wherein R^9 is a -(C_1-C_6)alkyl.

249. (new) The compound of claim 248, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

250. (new) The compound of claim 248, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

251. (new) The compound of claim 247, wherein R^9 is a -C(halo)$_3$ group.

252. (new) The compound of claim 251, wherein the -C(halo)$_3$ group is a CF_3 group.

253. (new) The compound of claim 247, wherein R^9 is an OC(halo)$_3$ group.

254. (new) The compound of claim 253, wherein the -OC(halo)$_3$ group is an OCF_3 group.

255. (new) The compound of claim 21, wherein:
n is 0; and
m is 1.

256. (new) The compound of claim 255, wherein R^3 is a -(C_1-C_{10})alkyl and p is 0.

257. (new) The compound of claim 256, wherein the -(C_1-C_{10})alkyl is a methyl group.

258. (new) The compound of claim 256, wherein R^9 is a -(C_1-C_6)alkyl.

259. (new) The compound of claim 258, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

260. (new) The compound of claim 258, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

261. (new) The compound of claim 256, wherein R^9 is a -C(halo)$_3$ group.

262. (new) The compound of claim 261, wherein the -C(halo)$_3$ group is a CF_3 group.

263. (new) The compound of claim 256, wherein R^9 is an -OC(halo)$_3$ group.

264. (new) The compound of claim 263, wherein the -OC(halo)$_3$ group is an OCF_3 group.

265. (new) The compound of claim 256, wherein R^1 is chloro or methyl.

266. (new) The compound of claim 265, wherein R^9 is a -(C_1-C_6)alkyl.

267. (new) The compound of claim 266, wherein the -(C_1-C_6)alkyl is a *tert*-butyl group.

268. (new) The compound of claim 266, wherein the -(C_1-C_6)alkyl is an *iso*-propyl group.

269. (new) The compound of claim 265, wherein R^9 is a -C(halo)$_3$ group.

270. (new) The compound of claim 269, wherein the -C(halo)$_3$ group is a CF_3 group.

271. (new) The compound of claim 265, wherein R^9 is an OC(halo)$_3$ group.

272. (new) The compound of claim 271, wherein the -OC(halo)$_3$ group is an OCF_3 group.

273. (new) The compound of claim 262, wherein R^1 is chloro and R^3 is a methyl group.